

BICKEL & BREWER

Holly Froum (HF 0705)
767 Fifth Avenue, 50th Floor
New York, New York 10153
(212) 489-1400

Attorneys for Defendant Devcon International Corp.

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
CASTLERIGG MASTER INVESTMENTS LTD. :
and SANDELL ASSET MANAGEMENT :
CORP., :

Plaintiffs,

- against -

DEVCON INTERNATIONAL CORP.,

Defendant.

: **Civil Action No. 07 CV 3283 (PKC)**

: **MOTION TO ADMIT COUNSEL**
: **PRO HAC VICE**

-----X
DEFENDANT'S MOTION TO ADMIT COUNSEL
PRO HAC VICE

Pursuant to R. 1.3(c) of the Local Rules of the United States District Court for the Southern and Eastern Districts of New York, I, HOLLY FROUM, a member in good standing of the bar of this Court, hereby move for an Order allowing the admission *pro hac vice* of:

Applicant's Name: Michael Smith
Firm Name: BICKEL & BREWER
Address: 4800 Bank One Center
1717 Main St.
City/State/Zip: Dallas, Texas 75201
Phone: (214) 653 - 4000
Fax: (214) 653 - 1015

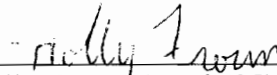
616439 #25 5-23-07 mg

Michael Smith is a member in good standing of the Bar of the State of Texas. There are no pending disciplinary proceedings against Michael Smith in any State or Federal court. Further, I have conferred with opposing counsel, Andrew B. Kratenstein, Esq., and he does not oppose this motion.

Dated: May 23, 2007
New York, New York

Respectfully submitted,
BICKEL & BREWER

By: _____


Holly Froum (HF 0705)
767 Fifth Avenue, 50th Floor
New York, New York 10153
(212) 489 -1400 (Phone)
(212) 489 - 2384 (Fax)
*Attorneys for Defendant Devcon
International Corp.*

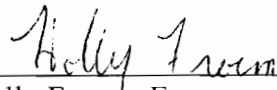
CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the Motion, affidavit of Holly Froum and annexed exhibits were served by First Class Mail on this 23rd day of May, 2007, on the following counsel of record:

McDermott, Will & Emery LLP

Andrew Kratenstein
Michael R. Huttonlocher
340 Madison Avenue
New York, New York 10173
Attorneys for Plaintiffs

Dated: May 23, 2007
New York, New York



Holly Froum, Esq.

BICKEL & BREWER

Holly Froum (HF 0705)
767 Fifth Avenue, 50th Floor
New York, New York 10153
(212) 489-1400

Attorneys for Defendant Devcon International Corp.

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
CASTELRIGG MASTER INVESTMENTS,	:
LTD. and SANDELL ASSET MANAGEMENT	:
CORP.,	:
	:
Plaintiffs,	:
	:
- against -	:
	:
DEVCON INTERNATIONAL CORP.,	:
	:
Defendant.	:
	:
-----X	

DECLARATION OF HOLLY FROUM IN SUPPORT OF
DEFENDANT'S MOTION TO ADMIT COUNSEL *PRO HAC*
VICE

I, HOLLY FROUM, an attorney duly admitted to practice in the State of New York and a member in good standing of the bar of this Court, declare under penalty of perjury pursuant to 28 U.S.C. § 1746, as follows:

1. I am an attorney at the Law Firm of Bickel & Brewer, counsel for Defendant in the above captioned matter. I am familiar with the proceedings in this case. I make this statement based on my personal knowledge of the facts set forth herein and in support of Defendant's motion to admit Michael Smith as counsel *pro hac vice* to represent Defendant in this matter.

2. I am a member in good standing of the Bar of the State of New York, and was admitted to practice law on January 24, 2006. I am also a member of the bar of the United States District Court for the Southern District of New York, and am in good standing with this Court.

3. I have known Michael Smith since October 2005.

4. Mr. Smith is an attorney at the Law Firm of Bickel & Brewer in Dallas, Texas.

5. I have found Michael Smith to be a skilled attorney and a person of integrity. He is experienced in Federal Practice and is familiar with the Federal Rules of Procedure.

6. Accordingly, I am pleased to move for the admission of Michael Smith, *pro hac vice*.

7. I have conferred with opposing counsel, Andrew B. Kratenstein, Esq., and he does not oppose this motion.

8. In further support of this motion, I respectfully submit Michael Smith's certificates of admission and good standing from the Supreme Court of Texas, Austin, Texas, showing that he is duly licensed to practice law in the State of Texas, in compliance with Rule 1.3(c) of the Local Civil Rules of the United States District Courts for the Southern and Eastern Districts of New York, which is attached hereto as Exhibit A.

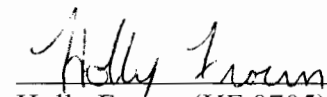
9. I respectfully submit a proposed order granting the admission of Michael Smith, *pro hac vice*, which is attached hereto as Exhibit B.

WHEREFORE, it is respectfully requested that the motion to admit Michael Smith, *pro hac vice*, to represent Defendant in the above captioned matter, be granted.

Dated: May 23, 2007
New York, New York

Respectfully submitted,
BICKEL & BREWER

By:

A handwritten signature in black ink, appearing to read "Holly Froum", is written over a horizontal line.

Holly Froum (HF 0705)

767 Fifth Avenue, 50th Floor

New York, New York 10153

(212) 489 -1400

*Attorneys for Defendant Devcon
International Corp.*

The Supreme Court of Texas

AUSTIN

CLERK'S OFFICE

I, **BLAKE HAWTHORNE**, Clerk of the Supreme Court of Texas, certify that the records of this office show that

MICHAEL LEE SMITH

was duly admitted and licensed as an attorney and counselor at law by the Supreme Court of Texas on the 1st day of November, 2000.

I further certify that the records of this office show that, as of this date

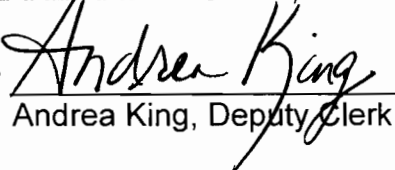
MICHAEL LEE SMITH

is presently enrolled with the State Bar of Texas as an active member in good standing.

IN TESTIMONY WHEREOF witness my hand
and the seal of the Supreme Court of
Texas at the City of Austin, this 21st day
of May, 2007.

BLAKE HAWTHORNE, Clerk

by


Andrea King, Deputy Clerk

No. 1429

BICKEL & BREWER

Holly Froum (HF 0705)
767 Fifth Avenue, 50th Floor
New York, New York 10153
(212) 489-1400

Attorneys for Defendant Devcon International Corp.

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
CASTLERIGG MASTER INVESTMENTS LTD. :
and SANDELL ASSET MANAGEMENT :
CORP., :

Plaintiffs, :

- against - :

DEVCON INTERNATIONAL CORP, :

Defendant. :
: :
-----X

Civil Action No. 07 CV 3283 (PKC)

**ORDER FOR ADMISSION PRO
HAC VICE**

Upon the motion of HOLLY FROUM, of the Law Firm of Bickel & Brewer, 767 Fifth Avenue, 50th Floor, New York, New York 10153, attorneys for Defendant, Devcon International Corp., in the above captioned matter, and said sponsor attorney's affidavit and annexed exhibits in support, and this motion having been unopposed:

IT IS HEREBY ORDERED on this ____ day of May, 2007, that:

Applicant's Name: Michael Smith
Firm Name: BICKEL & BREWER
Address: 4800 Bank One Center
1717 Main St.
City/State/Zip: Dallas, Texas 75201
Phone: (214) 653 - 4000
Fax: (214) 653 -1015
Email: mls@bickelbrewer.com

is admitted to practice *pro hac vice* as counsel for Defendant, Devcon International Corp., in the above captioned case in the United States District Court of the Southern District of New York.